

DD  
3/1

SECURITI

SSION



**ANNUAL AUDIT REPORT  
FORM X-17A-5  
PART III**

OMB APPROVAL  
OMB Number: 3235-0123  
Expires: October 31, 2004  
Estimated average burden  
hours per response: 12.00

SEC FILE NUMBER  
8-53496

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING January 1, 2002 AND ENDING December 31, 2002  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: PFMAM, Inc.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

One Keystone Plaza, Suite 300, North Front & Market Streets

(No. and Street)

Harrisburg

(City)

Pennsylvania

(State)

17101

(Zip Code)

RECD S.E.C.

FEB 27 2003

518

OFFICIAL USE ONLY  
FIRM I.D. NO.

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Debra J. Goodnight

(717) 231-6200

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Kreischer, Miller & Co.

(Name - if individual, state last, first, middle name)

200 Gibraltar Road

(Address)

Horsham

(City)

Pennsylvania

(State)

19044

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant  
☐ Public Accountant  
☐ Accountant not resident in United States or any of its possessions.

**PROCESSED**  
**MAR 13 2003**  
**THOMSON**  
**FINANCIAL**

**FOR OFFICIAL USE ONLY**

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

**MAR 13 2003**

## OATH OR AFFIRMATION

I, Debra J. Goodnight, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of PFMAM, Inc., as of December 31, 2002, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Notarial Seal  
Kathy L. Reigle, Notary Public  
City Of Harrisburg, Dauphin County  
My Commission Expires January 15, 2007  
Member, Pennsylvania Association Of Notaries

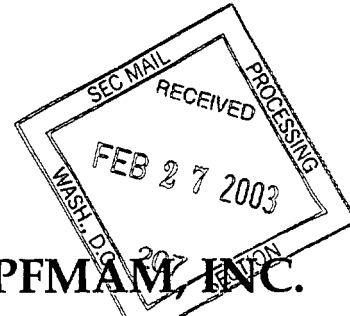
Debra J. Goodnight  
Signature  
Financial and Operations Principal  
Title

Kathy L. Reigle  
Notary Public

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).**



**PFMAM, INC.**  
**(A WHOLLY-OWNED**  
**SUBSIDIARY OF PFM ASSET**  
**MANAGEMENT LLC)**

**Financial Statements and  
Supplementary Information**

**December 31, 2002**

**PFMAM, INC.**

**(A Wholly-Owned Subsidiary of PFM Asset Management LLC)**

**December 31, 2002**

**CONTENTS**

---

---

INDEPENDENT AUDITORS' REPORT	1
------------------------------	---

---

FINANCIAL STATEMENTS

Statement of Financial Condition	2
Statement of Operations	3
Statement of Changes in Stockholder's Equity	4
Statement of Cash Flows	5
Notes to Financial Statements	6-7

SUPPLEMENTARY INFORMATION

Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission	8
---	---

---

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5	9-10
--	------

---

## Independent Auditors' Report

The Board of Directors  
PFMAM, Inc.  
(A Wholly-Owned Subsidiary of PFM Asset Management LLC)  
Harrisburg, Pennsylvania

We have audited the accompanying statement of financial condition of PFMAM, Inc. (the Company) as of December 31, 2002, and the related statements of operations, changes in stockholder's equity, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PFMAM, Inc. (A Wholly-Owned Subsidiary of PFM Asset Management LLC) as of December 31, 2002 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information on page 8 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



Horsham, Pennsylvania  
February 14, 2003

*Kreischer, Miller & Co.*  
Suite 200  
200 Gibraltar Road  
Horsham, PA  
19044-2378

215.441.4600  
Fax: 215.672.8224  
E-mail: [kmco@kmco.com](mailto:kmco@kmco.com)  
[www.kmco.com](http://www.kmco.com)

Member  
The Leading Edge Alliance

**PFMAM, INC.**

**(A Wholly-Owned Subsidiary of PFM Asset Management LLC)**

**Statement of Financial Condition**

**December 31, 2002**

---

**ASSETS**

Cash	\$ 27,245
Due from parent	1,621
Prepaid expenses	<u>6,235</u>
Total assets	<u>\$ 35,101</u>

**LIABILITIES AND STOCKHOLDER'S EQUITY**

**Liabilities:**

Accounts payable	<u>\$ 3,750</u>
Total liabilities	<u>3,750</u>

**Stockholder's equity:**

Common stock, \$10 par value; 100 shares authorized, issued, and outstanding	1,000
Additional paid-in capital	29,000
Retained earnings	<u>1,351</u>
Total stockholder's equity	<u>31,351</u>

Total liabilities and stockholder's equity	<u>\$ 35,101</u>
--	------------------

See accompanying notes to financial statements.

**PFMAM, INC.**

**(A Wholly-Owned Subsidiary of PFM Asset Management LLC)**

**Statement of Operations**

**For the Year Ended December 31, 2002**

---

Revenue:

Other income	\$ 17,619
--------------	-----------

Total revenue	<u>17,619</u>
---------------	---------------

Expenses:

Registration fees	12,128
-------------------	--------

Professional fees	4,064
-------------------	-------

Banking fees	<u>76</u>
--------------	-----------

Total expenses	<u>16,268</u>
----------------	---------------

Net income	<u>\$ 1,351</u>
------------	-----------------

See accompanying notes to financial statements.

**PFMAM, INC.**  
**(A Wholly-Owned Subsidiary of PFM Asset Management LLC)**

**Statement of Changes in Stockholder's Equity**  
**For the Year Ended December 31, 2002**

---

	Common Stock	Additional Paid-In Capital	Retained Earnings	Total Stockholder's Equity
Balance, December 31, 2001	\$ 1,000	\$ 29,000	\$ -	\$ 30,000
Net income	-	-	1,351	1,351
Balance, December 31, 2002	\$ 1,000	\$ 29,000	\$ 1,351	\$ 31,351

See accompanying notes to financial statements.



**PFMAM, INC.**

**(A Wholly-Owned Subsidiary of PFM Asset Management LLC)**

**Statement of Cash Flows**

**For the Year Ended December 31, 2002**

---

Cash flows from operating activities:

Net income	\$ 1,351
------------	----------

Adjustments to reconcile net income to net

cash used in operating activities:

Increase in due from parent	(182)
-----------------------------	-------

Increase in prepaid expense	(6,235)
-----------------------------	---------

Increase in accounts payable	3,750
------------------------------	-------

Net cash used in operating activities	(1,316)
---------------------------------------	---------

Cash, beginning of year	28,561
-------------------------	--------

Cash, end of year	\$ 27,245
-------------------	-----------

See accompanying notes to financial statements.

**PFMAM, INC.**

**(A Wholly-Owned Subsidiary of PFM Asset Management LLC)**

**Notes to Financial Statements**

**December 31, 2002**

---

**(1) Organization and Nature of Business**

PFMAM, Inc. (the Company) was formed on July 16, 2001, to operate as a broker-dealer under the Securities Exchange Act of 1934. The Company's sole purpose is to maintain contacts with prospective investors relating to shares of collective investment pools (exempt from the registration requirements of the Securities Exchange Act of 1933 and the Investment Company Act of 1940) for which the Company's Parent serves as investment adviser. These collective investment pools are offered and sold only to state and local governmental entities. Management has no present plans to buy, sell, trade or underwrite securities.

PFM Asset Management LLC (the Parent) is the sole stockholder of the Company. To date and in the foreseeable future, the Company will be dependent on its Parent for capital infusions, administrative support and revenue.

**(2) Summary of Significant Accounting Policies**

*Income Taxes*

The Company recognizes deferred tax assets on deductible temporary differences and deferred tax liabilities on taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. As those differences reverse, they will enter into the determination of future taxable income. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**PFMAM, INC.**

**(A Wholly-Owned Subsidiary of PFM Asset Management LLC)**

**Notes to Financial Statements**

**December 31, 2002**

---

**(3) Related Party Transactions**

In 2002, the Company recognized revenue from the Parent of \$17,619 for marketing activities related to the Parent's investment advisory contracts, which is included as "other income" in the accompanying financial statements.

**(4) Net Capital Requirements**

The Company is subject to the Securities and Exchange Commission (SEC) Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined in Rule 15c3-1, shall not exceed 15 to 1. The Company had net capital of \$23,495, which was \$18,495 in excess of its required net capital of \$5,000. The Company's aggregate indebtedness was \$3,750; the ratio of aggregate indebtedness to net capital was less than 1 to 1.

The Company does not carry securities accounts for customers or perform custodial functions related to customer securities. This allows the Company to claim an exemption from SEC Rule 15c3-3 under subparagraph (k)(2)(i), which relates to the maintenance of special accounts for the exclusive benefit of customers.



## SUPPLEMENTARY INFORMATION

**PFMAM, INC.**  
**(A Wholly-Owned Subsidiary of PFM Asset Management LLC)**

**Supplementary Information**  
**Computation of Net Capital Under Rule 15c3-1 of the Securities**  
**and Exchange Commission**  
**December 31, 2002**

---

Net capital:	
Total stockholder's equity	\$ 31,351
Deductions from and/or changes to stockholder's equity:	
Total non-allowable assets	<u>(7,856)</u>
Net capital	23,495
Computation of basic net capital requirement:	
Minimum net capital required	<u>5,000</u>
Net capital in excess of minimum requirement	<u>\$ 18,495</u>
Net capital as reported on the	
Company's FOCUS report - Part IIA	<u>\$ 23,495</u>
Computation of aggregate indebtedness:	
Aggregate indebtedness	<u>\$ 3,750</u>
Percentage of aggregate indebtedness to net capital	<u>16.0%</u>

Statement Pursuant to Rule 17a-5(d)(4)

Since there are no differences between the net capital computation on Part II of the Company's Form X-17A-5 and the net capital computed above, a reconciliation is not necessary.

## **Independent Auditors' Report on Internal Control Required by SEC Rule 17a-5**

The Board of Directors  
PFMAM, Inc.  
(A Wholly-Owned Subsidiary of  
PFM Asset Management LLC)  
Harrisburg, Pennsylvania

In planning and performing our audit of the financial statements of PFMAM, Inc. (the Company) for the year ended December 31, 2002, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons.
2. Recordation of differences required by rule 17a-13.
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

*Kreischer, Miller & Co.*  
Suite 200  
200 Gibraltar Road  
Horsham, PA  
19044-2378

215.441.4600  
Fax: 215.672.8224  
E-mail: [kmco@kmco.com](mailto:kmco@kmco.com)  
[www.kmco.com](http://www.kmco.com)

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course performing their assigned functions. However, we noted no matters involving internal control, including control activities for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2002 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, SEC, and other regulatory agencies which rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

*Kreischer Miller & Co*

Horsham, Pennsylvania  
February 14, 2003